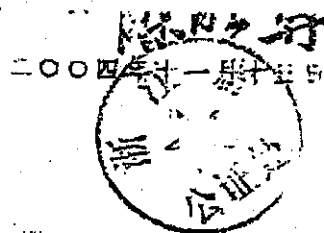


EXHIBITS TO DECLARATION OF WENG CHANGRONG

EXHIBIT D

公 证 书

中华人民共和国浙江省公证处



公 证 书

(2004)浙证字第 019077 号

申请人

委托人: 浙江省人民政府

法定代表人: 吕祖善

受托人: 童云芳, 男, 一九四八年十一月十七日出生

袁明观, 男, 一九四六年七月十五日出生

公证事项: 委托合同

委托人、受托人双方于日前向本处申请办理前面的《委托合同》
公证。

经查, 委托人、受托人双方经协商一致订立了前面的《委托合同》。委托人、受托人双方在订立合同时具有法律规定的民事权利能力和民事行为能力, 双方当事人签订《委托合同》意思表示真实, 合同内容具体、明确。

兹证明委托人浙江省人民政府省长吕祖善与受托人童云芳、袁明观于二〇〇四年十月十九日, 在杭州市, 签订了前面的《委托合同》。双方当事人的签约行为符合《中华人民共和国民法通则》第十五条的规定。合同上双方当事人的签字、印鉴均属实。

中华人民共和国浙江省公证处

公证员

陈昭尊

二〇〇四年十一月十三日



浙江省人民政府

委托合同

委托人：浙江省人民政府

受托人：童云芳，男，1948年11月出生，身份证号：330107481117001

袁明观，男，1946年7月出生，身份证号：330104460715103

根据1999年9月27日财政部、外交部、国家外汇管理局、海关总署联合颁布的《境外国有资产管理暂行办法》第十五条规定，委托人与受托人就委托事宜达成如下协议：

一、委托事项：委托人委托受托人持有富春有限公司（香港公司号码：168004）之全部股份。

受托人愿意接受委托人的委托，代持有富春有限公司（香港公司号码：168004）之全部股份。

二、委托持股数量：

受托人：童云芳代持有富春有限公司股份66668股；

受托人：袁明观代持有富春有限公司股份33332股。

三、受托人不享有富春有限公司的权益，也不获取相应的报酬。

四、受托人应依据《中华人民共和国宪法》和《中华人民共和国香港特别行政区基本法》之规定维护委托人的合法权益。

五、本合同经浙江省公证处公证后生效。

六、本合同一式四份，双方各执二份。

委托人：浙江省人民政府
省长：[Signature]

受托人：[Signature]

袁明观

日期：2004年10月19日

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General Office of the People's Government of Zhejiang Province

Provincial Economy and Trade Ministry and Finance Ministry:

Based on the decision reached at the Provincial Party Secretary's General Meeting on September 19, the provincial government will raise ten million U.S. dollars as expansion capital to fund Fu Chun Co. Ltd.. As previously agreed, 2.5 million U.S. dollars raised by the Economic and Trade Ministry should be transferred to HK Fu Chun Co. Ltd. as soon as possible this year; foreign currency quotas shall be paid by the Economic and Trade Ministry and RMB shall be advanced by the Finance Ministry. Please proceed with these matters immediately. The Foreign Currency Administration of the Province, People's Banks of the province and city, Hangzhou Branch of Bank of China are asked to give their full support and wire the funds out as soon as possible.

General Office the People's Government of Zhejiang Province (Stamped and dated)

Cc: Foreign Currency Administration of the Province, People's Banks of the Province and City, Hangzhou Branch of Bank of China

(The handwritten texts inserted on the top and at the bottom of this page are illegible.)

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Document of Finance Ministry of Zhejiang Province

(1990) Finance Foreign No. 126

Official Letter

Fu Chun Co. Ltd.:

There have been a few changes to the 18.25 million U.S. dollars that this ministry invested in your company this year. Now we are hereby notifying you of the following changes, and your company should proceed with accounting by the end of this year in a timely manner.

I. After you finish all the necessary procedures regarding the 400,000 U.S. dollars transferred from your company, please send all relevant receipts and supporting documents indicating this ministry's investment in Zhe Jointed Company.

II. The 8.65 million U.S. dollars of the remaining 17.85 million U.S. dollars are our long-term loan to your company, and the loan interest will be calculated annually based on the most favorable interest rate in U.S. dollars at the end of the year; the 9.2 million U.S. dollars are considered to be investment funds in stocks and this ministry will share profits regularly.

Finance Ministry of Zhejiang Province [Stamped]

November 17, 1990

[The handwritten text on top:]

Please have General Managers Feng and Zhang to review it. The Finance Department shall proceed with the matter according to this letter.

Signed and dated.